

PERRY MARK W
Form 4
May 06, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
NEW ENTERPRISE ASSOCIATES
10 L P

(Last) (First) (Middle)

1119 ST. PAUL STREET

(Street)

BALTIMORE, MD 21202

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SOURCEFIRE INC [FIRE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2009

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/06/2009		S		476,797	D	\$ 11.7816
					2,215,016 ⁽²⁾	D ⁽¹⁾	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NEW ENTERPRISE ASSOCIATES 10 L P 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
NEA PARTNERS 10 L P 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
BARRIS PETER J 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
BARRETT M JAMES 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
KRAMLICH C RICHARD 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
NEWHALL CHARLES W III 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
PERRY MARK W 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
SANDELL SCOTT D 1119 ST. PAUL STREET BALTIMORE, MD 21202		X		
TRAINOR III EUGENE A 1119 ST. PAUL STREET		X		

BALTIMORE, MD 21202

Signatures

/s/ Shawn Conway,
attorney-in-fact

05/06/2009

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares are directly held by New Enterprise Associates 10, Limited Partnership ("NEA 10") and indirectly held by NEA Partners 10, Limited Partnership ("NEA Partners 10"), the sole general partner of NEA 10, and the individual general partners of NEA Partners 10 (NEA Partners 10 and its general partners together, the "Indirect Reporting Persons"). The individual general partners of NEA Partners 10 (1) are Peter J. Barris, M. James Barrett, C. Richard Kramlich, Charles W. Newhall, III, Mark W. Perry, Scott D. Sandell and Eugene A. Trainor, III. The Indirect Reporting Persons disclaim beneficial ownership within the meaning of Section 16 of Securities Exchange Act of 1934, as amended (the "1934 Act"), or otherwise of such portion of the NEA 10 shares in which the Indirect Reporting Person have no actual pecuniary interest therein.

(2) As a result of the sale of common stock of the issuer, NEA 10 no longer owns 10% or more of the outstanding common stock of the issuer and, accordingly, is no longer currently subject to reporting requirements or other obligations under Section 16 of the 1934 Act with respect to ownership of the common stock of the issuer which, in turn, means that the Indirect Reporting Persons also are no longer subject to such provisions of the 1934 Act.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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